

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):

August 9, 2002

CONTINENTAL AIRLINES, INC.

(Exact name of registrant as specified in its charter)

|   |                          |                                      |
|---|--------------------------|--------------------------------------|
| Delaware  | 1-10323                  | 74-2099724                           |
| (State or other jurisdiction<br>of incorporation) | (Commission File Number) | (IRS Employer<br>Identification No.) |

|  |            |
|--|------------|
| 1600 Smith Street, Dept. HQSEO, Houston, Texas | 77002      |
| (Address of principal executive offices)       | (Zip Code) |

(713) 324-2950

(Registrant's telephone number, including area code)

Item 7. Financial Statements and Exhibits

a. Exhibits

1. Statement Under Oath of Principal Executive Officer
2. Statement Under Oath of Principal Financial Officer

Item 9. Regulation FD Disclosure.

On August 9, 2002, the Company's Chairman of the Board and Chief Executive Officer, Gordon Bethune, and Senior Vice President and Chief Financial Officer, Jeffrey Misner, completed and signed the statements regarding facts and circumstances relating to Exchange Act filings required by the SEC's Order No. 4-460, dated June 27, 2002. The statements, copies of which are attached hereto as Exhibits 99.1 and 99.2 and incorporated herein by reference, have been sent to the SEC for filing pursuant to the Order.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, Continental Airlines, Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CONTINENTAL AIRLINES, INC.

August 9, 2002

By /s/ Jennifer L. Vogel

Jennifer L. Vogel

Vice President and General Counsel

EXHIBIT INDEX

- 99.1 Statement Under Oath of Principal Executive Officer
- 99.2 Statement Under Oath of Principal Financial Officer

**STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE OFFICER  
REGARDING FACTS AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS**

I, Gordon M. Bethune, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Continental Airlines, Inc., and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Company's audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- Annual Report on Form 10-K for the year ended December 31, 2001 of Continental Airlines, Inc.;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Continental Airlines, Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.

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/s/ Gordon M. Bethune

Gordon M. Bethune

Chairman of the Board and

Chief Executive Officer

August 9, 2002

Subscribed and sworn to  
before me this 9<sup>th</sup> day of  
August, 2002.

/s/ Deborah R. Moon

Notary Public

My Commission Expires: May 11, 2004

**STATEMENT UNDER OATH OF PRINCIPAL FINANCIAL OFFICER****REGARDING FACTS AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS**

I, Jeffrey J. Misner, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Continental Airlines, Inc., and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Company's audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- Annual Report on Form 10-K for the year ended December 31, 2001 of Continental Airlines, Inc.;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Continental Airlines, Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.

-  
/s/ Jeffrey J. Misner  
Jeffrey J. Misner

Senior Vice President and

Chief Financial Officer  
August 9, 2002

Subscribed and sworn to  
before me this 9<sup>th</sup> day of  
August, 2002.

/s/ Deborah R. Moon  
Notary Public

My Commission Expires: May 11, 2004

